

DRAFT

ELLIS THOMPSON CORPORATION

NOTES TO FINANCIAL STATEMENTS
YEARS ENDED DECEMBER 31, 1993 AND 1992

and the affiliated entity based upon usage. The variable costs allocated to the Company were \$221,148 in 1993 and \$153,487 in 1992.

Under a subscriber purchase agreement entered into between the Company and Amcell in June 1989, the Company pays Amcell \$24.19 per month for each remaining active subscriber which was part of the original group of subscribers sold by Amcell to the Company, to a maximum of \$1,500 per active subscriber. Customer acquisition expense of \$65,221 in 1993 and \$82,644 in 1992 was recorded relating to this agreement.

3. LONG-TERM DEBT

OPEN
The \$3.0 million revolving loan agreement with a bank was drawn February 15, 1989 to finance the construction of the System and to provide working capital. The loan bears interest at the prime lending rate plus 1/4% (6.25% rate as of December 31, 1993). On _____ the bank extended the due date of the loan to December 31, 1995. Accordingly, amounts outstanding under the loan have been classified as long-term in the accompanying balance sheet as of December 31, 1993. All the stock and assets of the Company are pledged as collateral against the loan. The loan agreement contains certain covenants which impose various obligations and restrictions on the Company, including restrictions on indebtedness, liens, and investments.

Interest paid for the years ended December 31, 1993 and 1992 was \$149,952 and \$139,000, respectively.

4. PURCHASE OF USCC SUBSCRIBERS

Included in customer acquisition expense is the purchase of 1,834 subscribers from United States Cellular Corporation ("USCC") for \$495,180 in April of 1993. The cost of acquiring these subscribers is recorded in the current operating results. Prior to the purchase, the revenue generated from these subscribers was earned and recorded at wholesale rates under an agreement with USCC and the Company.

5. INCOME TAXES

The Company has elected to be treated as an S Corporation for federal income tax purposes. Accordingly, all federal income taxes are the responsibility of the beneficial owners of the business (see Note 1). The Company remains liable for state corporate income taxes, as the Company has not elected to be

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treated as an S Corporation by the State of New Jersey

Effective January 1, 1993, the Company adopted SFAS No. 109, "Accounting for Income Taxes." The adoption of SFAS No. 109 had no effect on the Company's financial position nor on the results of operations for the year ended December 31, 1993. The aggregate amount of current and deferred expense (benefit) for the year ended December 31, 1993 is as follows:

Current	\$116,000
Deferred	(58,000)
Income Taxes	<u>\$ 58,000</u>

6. COMMITMENTS AND CONTINGENCIES

The Company leases certain radio cell sites and transmission facilities under noncancellable operating leases expiring at various dates through 2008. The leases generally provide for fixed annual rentals plus certain real estate taxes and other costs. Rental expense of \$271,798 and \$246,734 was charged to operations during the years ended December 31, 1993 and 1992, respectively.

At December 31, 1993, the minimum rental commitments for the next five years under noncancellable operating leases are as follows:

1994	\$ 248,000
1995	254,000
1996	246,000
1997	242,000
1998	179,000

The Company is involved in several lawsuits and administrative proceedings regarding the ownership and operation of the cellular telephone system in the Atlantic City, New Jersey Metropolitan Statistical Area ("Atlantic City MSA"). Management of the Company, based upon its investigation to date, believes that it has meritorious defenses in the following proceedings:

In May 1990, the Company, the licensee of the Atlantic City MSA, and Thompson filed a declaratory judgment action in the Circuit Court for the County of Multnomah, Oregon against TDS, USCC and Amcell to resolve issues with respect to various agreements relating to the Atlantic City MSA. As a part of this litigation, TDS and USCC filed various crossclaims and counterclaims, including demands for \$100,000,000 in punitive damages.

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In September 1991, the Court granted the Company's, Thompson's and Amcell's motions for judgment on the pleadings. In April 1992, the Court granted the Company's and Thompson's motions to dismiss the counterclaims and Amcell's motion to dismiss the crossclaims. In April 1992 TDS and USCC filed a notice of appeal from the judgment of the Circuit Court. In January 1993, TDS and USCC filed a motion for injunctions pending appeal requesting that the Court of Appeals enjoin Amcell from effecting the transfer of control of the Company to Amcell referred to below until the conclusion of the Oregon litigation. TDS' and USCC's motion for injunctions was denied in April 1993. The appeal of the Circuit Court's judgement remains pending before the Court of Appeals.

In June 1992, the FCC issued a Memorandum Opinion and Order upholding the grant of a construction permit to the Company for the Atlantic City MSA. The FCC decision denied allegations of TDS that Amcell had improperly assumed control of the Company and rejected arguments of TDS seeking an FCC inquiry into these issues. TDS has filed an appeal of this decision with the United States Court of Appeals for the District of Columbia Circuit. In September 1992, the Company filed an application with the FCC for consent to the transfer of control of the Company to Amcell. In November 1992, TDS and USCC filed a petition to deny the Company's application. This matter is pending before the FCC.

As the ultimate outcome of these matters is uncertain, no provision has been made by the Company for any losses which may occur as a result.

ERRATA SHEET FOR THE TRANSCRIPT OF:

Notice Date: 04/27/95
Case Name: In Re: Ellis Thompson Corporation
Case Number: 14261-CL-P-134-A-86
Dep. Date: 04/26/95
Deponent: John Moerman
Place: Washington, D.C.

CORRECTIONS:

<u>Page</u>	<u>Line</u>	<u>Now Reads</u>	<u>Should Read</u>	<u>Reasons Therefore</u>
5	4-5	Comcast Cellular Communications	Comcast Cellular Communications, Inc.	Clarification
14	1-2	...want to, I have attended all of the subsequent meetings, yes.	...went to, I have attended several of the subsequent meetings.	Clarification
28	6	...where some signature authority was delegated to...	...where some signature authority for vouchers was delegated to...	Clarification
44	14	Mike Herrington	Mike Harrington	Clarification



Signature of Deponent

6-19-95

Date of Signature

BEFORE THE FEDERAL COMMUNICATIONS COMMISSION

WASHINGTON, D.C. 20554

CC DOCKET NO. 94-136

- - - - - X

In re Application of :

ELLIS THOMPSON : File No.

CORPORATION : 14261-CL-P-134-A-86

- - - - - X

Washington, D.C.

Wednesday, April 26, 1995

Deposition of JOHN MOERMAN, a witness

herein, called for examination by counsel for
Federal Communications Commission in the
above-entitled matter, pursuant to agreement, the
witness being duly sworn by JAN A. WILLIAMS, a
Notary Public in and for the District of
Columbia, taken at the offices of Gurman, Kurtis,
Blask & Freedman, Suite 500, 1400 16th Street,
N.W., Washington, D.C., 20036, at 11:30 a.m.,
Wednesday, April 26, 1995, and the proceedings
being taken down by Stenotype by JAN A. WILLIAMS
and transcribed under her direction.

1 APPEARANCES:

2

3 On behalf of the Wireless Telecommunications
4 Bureau of the Federal Communications
5 Commission:

6 JOSEPH PAUL WEBER, ESQ.

7 TERRENCE E. REIDELER, ESQ.

8 Wireless Telecommunications Bureau

9 Federal Communications Commission

10 1919 M Street, N.W., Room 644

11 Washington, D.C. 20554

12 (202) 418-1317

13

14 On behalf of Ellis Thompson Corporation:

15 STEVE D. LARSON, ESQ.

16 Stoll, Stoll, Berne, Lokting &

17 Shlachter, P.C.

18 209 Southwest Oak Street

19 Portland, Oregon 97204

20 (503) 227-1600

21

22

23

24

25

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1 APPEARANCES: (Continued)

2
3 On behalf of American Cellular Network
4 Corp.:

5 LOUIS GURMAN, ESQ.

6 Gurman, Kurtis, Blask & Freedman

7 Suite 500

8 1400 16th Street, N.W.

9 Washington, D.C. 20036

10 (202) 328-8200

11
12 On behalf of Telephone & Data Systems, Inc.:

13 HERBERT D. MILLER, JR., ESQ.

14 Koteen & Naftalin

15 1150 Connecticut Avenue

16 Washington, D.C. 20036

17 (202) 467-5700

18
19 ALSO PRESENT:

20 JEFFREY E. SMITH, ESQ.

1 C O N T E N T S

2 THE WITNESS EXAMINATION BY COUNSEL FOR
3 JOHN MOERMAN FEDERAL COMMUNICATIONS
4 COMMISSION

5 By Mr. Weber 5

6 AMERICAN CELLULAR NETWORK

7 By Mr. Gurman 50

8

9 Afternoon session - 53

10

11 E X H I B I T S

12 MOERMAN EXHIBIT NO. PAGE NO.

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P R O C E E D I N G S

Whereupon,

JOHN MOERMAN,

business address at Comcast Cellular Communications, Ten Corporate Circle, Suite 200, New Castle, Delaware, 19720, was called as a witness by counsel for Federal Communications Commission, and having been duly sworn by the Notary Public, was examined and testified as follows:

EXAMINATION BY COUNSEL FOR

FEDERAL COMMUNICATIONS COMMISSION

BY MR. WEBER:

Q. Good morning, Mr. Moerman, my name is Joseph Weber and I represent the Wireless Telecommunications Bureau of the Federal Communications Commission.

Could you please state your name for the record.

A. John Moerman.

Q. Have you ever had your deposition taken before?

A. No.

Q. I'm sure counsel has explained to you to some degree what we'll be doing today. I will

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1 be asking you questions, I want you to answer as
2 truthfully and as fully as possible. If there's
3 any question you don't understand, just let me
4 know and I'll rephrase the question.

5 Please do answer questions verbally, do
6 not shake the head or nod because the court
7 reporter obviously cannot take that down. Try to
8 wait until I finish the question before you
9 answer and I'll, of course, give you the same
10 courtesy by trying to wait until you answer fully
11 before I ask the next question.

12 Did you do anything to prepare for this
13 deposition?

14 A. Yes.

15 Q. What did you do?

16 A. Brief discussions with Lou Gurman.

17 Q. Did you review any documents?

18 A. Yes.

19 Q. And what kind of documents did you
20 review?

21 A. Mostly copies of checks from the Ellis
22 Thompson Corporation and pieces of
23 correspondence.

24 Q. Do you have a personal correspondence
25 file?

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1 A. A particular one?

2 Q. A file where you keep letters you
3 receive and send out on given matters.

4 A. Yes.

5 Q. Did you review those?

6 A. I did not review them, no. I provided
7 them but did not do any formal review.

8 Q. What is your business address?

9 A. Ten Corporate Circle, Suite 200 in New
10 Castle, Delaware, 19720.

11 Q. What is your telephone number?

12 A. Area code (302) 328-4400.

13 Q. And how long has that been your phone
14 number?

15 A. Approximately four years.

16 Q. What is your educational background?

17 A. B.S. in accounting.

18 Q. What is your occupation?

19 A. General manager.

20 Q. General manager of what?

21 A. For Comcast Cellular Communications.

22 Q. How long have you been in this
23 position?

24 A. Approximately 15 months.

25 Q. What did you do prior to being general

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1 manager of Comcast Cellular?

2 A. Controller --

3 MR. GURMAN: Just to clarify, you're
4 not general manager of the overall Comcast
5 Cellular, you have a market responsibility.

6 THE WITNESS: Right.

7 BY MR. WEBER:

8 Q. I'm sorry. You're the general manager
9 of a given market?

10 A. Comcast Cellular's Wilmington
11 division.

12 Q. And, prior to being the general manager
13 in Wilmington, you were controller?

14 A. For the same division.

15 Q. For the same division. And how long
16 were you in that position?

17 A. Approximately three years.

18 Q. Were you with Comcast prior to being
19 controller for Wilmington?

20 A. No.

21 Q. Was your work prior to being controller
22 for Wilmington in the telecommunications field?

23 A. No.

24 Q. What are your duties and
25 responsibilities as general manager in

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1 Wilmington?

2 A. Oversight responsibility for managing
3 their cellular operations in the two systems that
4 the company owns or has ownership interest in,
5 Wilmington and Dover, Delaware, as well as the
6 Atlantic City market.

7 Q. And what do you mean by oversight
8 responsibilities?

9 A. I'm responsible for day-to-day
10 operations in the following areas: Sales and
11 marketing, general accounting, customer service,
12 credit and collections, and administration.

13 Q. Of these different groups, the sales
14 and marketing, general accounting, customer
15 service, and administration, are those each
16 departments with department heads?

17 A. Yes.

18 Q. And do each of those department heads
19 report to you?

20 A. Yes.

21 Q. What were your duties and
22 responsibilities as controller?

23 A. Responsible for the accounting and
24 customer accounting which is credit and
25 collections functions for the same properties.

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1 Q. And what did you do in the accounting
2 and credit and collections specifically?

3 A. Are you looking for an enumeration of
4 tasks?

5 Q. Yes.

6 A. General accounting, general ledger type
7 accounting, accounts payable, agent accounting,
8 roaming or revenue assurance, and collections
9 which are customer collections. I think that's a
10 pretty good summary.

11 Q. Who do you report to now as general
12 manager?

13 A. The person's name?

14 Q. Yes.

15 A. Charles Moir.

16 Q. And what is his position?

17 A. Vice-president Amcell operations.

18 Q. Who did you report to as controller?

19 A. The same person as the general
20 manager.

21 MR. GURMAN: By that you mean Mr. Moir
22 was general manager at that time?

23 THE WITNESS: Correct.

24 BY MR. WEBER:

25 Q. Now, you mentioned the Atlantic City

1 system as being one of the systems which is
2 within your jurisdiction, correct?

3 A. Yes.

4 Q. And your duties are the same for the
5 Atlantic City system that they are in Wilmington
6 and Dover?

7 A. Yes.

8 Q. Do you know Ellis Thompson?

9 A. Yes.

10 Q. Who is he?

11 A. He's the owner of the Atlantic City
12 market, the cellular license holder in Atlantic
13 City.

14 Q. How do you know this?

15 A. It was my introduction to Comcast when
16 I first started there, it was told to me as part
17 of my first couple of weeks orientation, if you
18 will, in terms of the business.

19 Q. Who told you?

20 A. Anna Hillman, if I remember correctly.
21 She was -- at least Anna Hillman.

22 Q. Possibly others told you that?

23 A. Yes.

24 Q. Can you recall what Ms. Hillman said
25 specifically?

1 A. Specifically, no, I can't.

2 Q. Can you recall generally what
3 Ms. Hillman said?

4 A. Sure. In my role as controller, we
5 were very I guess -- charged with one of the
6 duties to enforce procedure and policy. And,
7 through the explanation of our division's
8 policies and procedures, it was made -- there was
9 a clear separation in certain areas between
10 procedures we executed on behalf of at the time
11 it was only the Wilmington system and those that
12 were executed for the Atlantic City system, the
13 clear distinction being that the Atlantic City
14 system was not owned by Comcast, that there was a
15 separate owner who was Ellis Thompson, and that
16 his -- that Ellis Thompson approved policies,
17 signed checks, basically was the ultimate
18 authority person for the Atlantic City market due
19 to the fact that he owned it. And it was clear
20 that Atlantic City -- the policies for Atlantic
21 City were different from those of our other
22 market which was Wilmington.

23 Q. Were you given instructions to proceed
24 differently for matters relating to Atlantic City
25 than you were for matters relating to Wilmington?

1 A. Yes.

2 Q. How so?

3 A. With regard to day-to-day things like
4 signing checks, the instructions were in the form
5 of policy; that, for checks created on behalf of
6 the Atlantic City system above a certain dollar
7 amount, Ellis Thompson signed those checks. With
8 regard to procedures that affected the Atlantic
9 City system, if we wanted to make amendments to
10 procedures, update procedures, we were to
11 correspond with Ellis most times through Anna.

12 Q. Have you met Ellis Thompson?

13 A. Yes.

14 Q. When did you meet him?

15 A. I met him for the first time in a
16 quarterly review in -- I think it was 1993.

17 Q. Have you ever reported to Mr. Thompson?

18 A. Can you clarify what you mean by
19 reported to him.

20 Q. You mentioned you met him in a
21 quarterly meeting, correct?

22 A. For the first time, yes.

23 Q. Do you attend all the quarterly
24 meetings for the Atlantic City system?

25 A. Since that one, since the first one I

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1 went to, I have attended all the subsequent
2 meetings, yes.

3 Q. What is your role in these meetings?

4 A. It's been to present a recap, a summary
5 of the activities in the Atlantic City market,
6 activities in terms of subscriber information and
7 activity in financial information, other
8 pertinent type measures of the operation of that
9 system.

10 Q. So at least in that sense you report to
11 Mr. Thompson in the meetings?

12 A. Yes.

13 Q. Other than the quarterly meetings, do
14 you ever report to Mr. Thompson on matters
15 relating to the Atlantic City system?

16 A. I correspond with him on matters
17 relating to that system, yes.

18 Q. Correspond how, by mail, by telephone?

19 A. Generally by mail.

20 Q. Do you occasionally correspond by
21 telephone with Mr. Thompson?

22 A. Not with Mr. Thompson. Telephone
23 correspondence is usually with his attorney.

24 Q. Which is who?

25 A. David Lokting.

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1 Q. And have you ever met David Lokting?

2 A. Yes.

3 Q. And how did you meet him?

4 A. Face to face the first time was in the
5 same meeting with Ellis Thompson.

6 Q. Has Mr. Thompson ever given you any
7 instructions?

8 A. Yes, he has.

9 Q. Can you describe the instructions
10 Mr. Thompson has given you?

11 A. To send him documentation of items of
12 discussion basically, send him financial
13 statements for the Atlantic City market, those
14 type of directives I guess.

15 Q. How often do instructions such as these
16 occur?

17 A. Usually they would be a product of the
18 meeting. So maybe quarterly.

19 Q. Do these instructions come directly
20 from Mr. Thompson or do they come from his
21 counsel, David Lokting?

22 A. I would say most times through
23 Mr. Lokting.

24 Q. How often are you in contact with
25 Mr. Lokting?

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1 A. Contact either via mail or via
2 telephone?

3 Q. Correct.

4 A. It varies, but I would say -- well, via
5 mail we're in contact with him almost every week
6 by sending checks for Ellis Thompson to sign. So
7 that would be a weekly correspondence. Other
8 issues would be I would say on average monthly.

9 Q. Has the frequency of the contacts
10 changed in any way between your position as
11 controller and your position as general manager?

12 A. No, I think with tolerable margin for
13 error I would say no, my recollection is they
14 were about the same.

15 Q. Has the type of contact or the basis
16 for the contact changed between your positions as
17 controller and general manager?

18 A. Yes, slightly.

19 Q. How so?

20 A. The week-to-week type correspondence
21 for the checks has essentially gone to the new
22 controller. There's been times when I have
23 absorbed that because of a vacancy in that
24 position, but that's generally been left behind.
25 The new correspondence -- the type of

1 correspondence are on I guess more procedural
2 issues or market related issues.

3 Q. What type of procedural issues do you
4 have contact with Mr. Lokting over?

5 A. I guess this is really -- in a role as
6 I guess lead corresponder with Ellis Thompson,
7 some of these things probably carry back to an
8 accounting world, but transfer of bank accounts,
9 new systems for processing transactions in the
10 Atlantic City business. A lot of times I will be
11 the point person on that correspondence because
12 of the rapport that we've had in the past. That
13 would be I guess procedural type things.

14 Q. Now, I believe you mentioned new
15 systems for processing transactions in Atlantic
16 City?

17 A. Uh-huh.

18 Q. Can you tell me what that means?

19 A. Most recently the Atlantic City market
20 began to use a system known in the industry as
21 net settlement or intercarrier settlement for
22 processing roamer transactions as opposed to
23 cutting a check to every carrier that's part of
24 the system that Atlantic City owes money to for
25 roamer traffic and receiving a check from the

1 same carriers.

2 There's a national clearinghouse
3 basically to do a net settlement of those
4 transactions. That was being used or was
5 presented I guess to Ellis, my memory fails me on
6 this one, but I think late last year, mid to late
7 last year. Prior to that it was done manually by
8 as I said earlier sending checks and receiving
9 checks.

10 Q. Did the Atlantic City system join this
11 intercarrier settlement clearinghouse?

12 A. Yes.

13 Q. Are the Wilmington and Dover systems
14 also part of this?

15 A. Yes.

16 Q. Do you know if all three systems became
17 parties to this clearinghouse, if you will, at
18 the same time or did different carriers become
19 part of it at different times, of the Wilmington,
20 Dover, and Atlantic City?

21 A. Atlantic City followed the other two.

22 Q. Who presented this system to
23 Mr. Thompson?

24 A. I believe it was the Comcast roamer
25 administration group.

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1 Q. Did you play any role in the
2 discussions about this system?

3 A. I would say more internally amongst the
4 Comcast group.

5 Q. And can you explain to me what that
6 means?

7 A. My role I guess was to make sure that
8 the Atlantic City piece of this business case for
9 joining this arrangement, the Atlantic City
10 contractual relationship with whoever we contract
11 with joined that settlement, that the contract
12 review and sign-off was separate from the
13 remainder of Comcast. I have sort of evolved
14 into that role in a lot of cases to make sure
15 that any such agreements like this are executed
16 separately for Atlantic City than the rest of the
17 company, than the rest of Comcast.

18 Q. You also mentioned as a procedural
19 issue the transfer of bank accounts. Can you
20 describe to me what this means?

21 A. That was a part of this migration to
22 net settlement involved having accounts set up at
23 a different bank, the bank of choice for that
24 settlement arrangement.

25 Q. Were all of the accounts of Ellis

1 Thompson Corporation transferred to this other
2 bank or only the accounts dealing with roamer
3 revenues?

4 A. No, all the accounts were not.
5 Transfer may have been a bad word. It was an
6 addition I guess, an addition of a bank account.

7 Q. With your contacts with Mr. Lokting, is
8 it more often that he contacts you or do you
9 contact him?

10 A. I would say we contact him more often.
11 I say we, I, I don't mean we.

12 Q. You mentioned that, when you started
13 with Comcast, Ms. Hillman told you about the
14 ownership of Atlantic City, that it was owned by
15 Mr. Thompson, the Atlantic City cellular system.
16 What did it mean to you that the system was owned
17 by somebody else?

18 A. It meant just that, that Comcast was
19 not the owner and there was a separate party that
20 owned that market, that we were providing a
21 management service for that owner.

22 Q. Have you had subsequent discussions
23 with Ms. Hillman about the Atlantic City system
24 since those initial ones?

25 A. Yes.

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